

1st September 2021

To
The Secretary
Bombay Stock Exchange Limited,
P. J. Towers,
Dalal Street, Fort,
Mumbai 400 001

Scrip Code: 523566

Subject: Proceedings of the 73rd Annual General Meeting (the 73rd AGM) of the Members of Martin Burn Limited (the Company) held on 31st August 2021 pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Dear Sir,

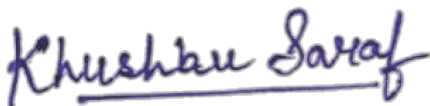
We would like to inform you that all the Resolutions for approval of the 73rd Annual General Meeting of the members of the Company, as set out in the notice dated 30th June 2021, put to vote by remote e-voting prior to the AGM and e-voting during the AGM, were passed with requisite majority.

We are enclosing the consolidated report of the Scrutinizer on e-voting prior (remote) and during the AGM. The same is also being uploaded on the Company's website www.martinburnltd.com and on the website of NSDL at www.nSDL.co.in

You are requested to take the same on records.

Thanking You.

Yours Faithfully,
For Martin Burn Limited



Khushbu Saraf
Company Secretary

Address

Martin Burn House,
1st Floor, 1, R. N. Mukherjee Road,
Kolkata - 700 001

Contact

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CIN
L51109WB1946PLC013641

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20 and 21(1) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Martin Burn Limited
(L51109WB1946PLC013641)
Martin Burn House,
1 R.N. Mukherjee Road,
Kolkata - 700 001,
West Bengal

Sir,

1. I, Binita Pandey, Practicing Company Secretary, ACS 41594, CP 19730, Partner of **M/s. T. Chatterjee & Associates**, FRN - P2007WB067100, Company Secretaries Firm in Practice, have been appointed by the Board of Directors of Martin Burn Limited, (hereinafter referred as **the Company**) at its meeting held on 30th June 2021 as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 73rd Annual General Meeting (**AGM**) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 31st August 2021 in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings, on the resolutions contained in the Notice dated 30th June 2021 of the 73rd AGM of the members of the Company.



2. The Company had provided remote e-voting facility for its members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from Saturday, 28th August 2021 (10:00 A.M IST) to Monday, 30th August 2021 (5:00 P.M IST).
3. The Company had also provided e-voting facility for voting during the AGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the AGM.
4. After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 31st August 2021 at 2.20 P.M. and were counted.
5. I have scrutinized and reviewed the remote e-voting, e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system during the AGM held on the resolutions contained in the Notice dated 30th June 2021 of the 73rd AGM of the members of the Company.

My responsibility as a Scrutinizer of remote e-voting and e-voting during the AGM is limited to prepare and submit the Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company.



7. I do hereby submit the Consolidated Report of votes cast through electronic voting system during the meeting and on remote e-voting on the resolutions contained in the Notice dated 30th June 2021 of 73rd AGM.

ORDINARY BUSINESS

Item No. 1: Adoption of Accounts for the financial year ended 31st March 2021 Ordinary Resolution

- (I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
52	3391755	99.98

- (II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
8	612	0.02



Item No. 2: Re-Appointment of Mrs. Sarika Fatehpuria (DIN: 03570828), Director retiring by rotation (Ordinary Resolution)

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
50	3391634	99.98

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
10	733	0.02



SPECIAL BUSINESS

Item No. 3: Re-appointment of Mr. Mahesh Kumar Tibrewal (DIN: 00987782) as a Non-Executive Independent Director for a second term of five consecutive years with effect from 30th May 2021 (Special Resolution)

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
50	3391634	99.98

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
10	733	0.02



Item No. 4: **To consider and approve the waiver of excess managerial remuneration paid to Mr. Kedar Nath Fatehpuria (DIN:00711971), Chairman & Managing Director of the Company for the Financial Year 2020-21 which was in excess of the maximum remuneration permissible under the Companies Act, 2013 (Special Resolution)**

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
48	3391172	99.96

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
12	1195	0.04



Item No. 5: To consider and approve the waiver of excess managerial remuneration paid to Mr. Manish Fatehpuria (DIN:00711992), Whole time Director of the Company for the Financial Year 2020-21, which was in excess of the maximum remuneration permissible under the Companies Act, 2013 (Special Resolution)

(I) Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
48	3391172	99.96

(II) Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
12	1195	0.04

A compact Disc (CD) containing list of equity shareholders who vote "FOR" and "AGAINST" each resolution is submitted with the report.

Thanking you,

Yours faithfully

**For M/s. T. Chatterjee & Associates
Practicing Company Secretaries Firm
(FRN No. P2007WB067100)**



**Binita Pandey, Partner
Membership No. 41594
Certificate of Practice: 19730**

UDIN: A041594C000869951

Place: Kolkata

Date: 01-09-2021